

RECORDATION NO. 26632 FILED

OCT 19 '06

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 19, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement dated as of October 19, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146-1000]

Mr. Vernon A. Williams
October 19, 2006
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A description of the railroad equipment covered by the enclosed document
is:

15 covered hopper railcars: TILX 5988 – TILX 6002.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

OCT 19 '06

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on October 19, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

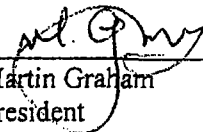
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Bunge North America, Inc., a New York corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of December 4, 2002, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Four (4) to Railroad Car Lease Agreement, effective August 21, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

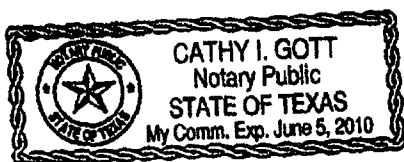
Executed on this 17th day of October, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 11th day of October 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on October 11th, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name:
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

[Memorandum of Lease Agreement]

EXHIBIT A


Equipment:	Pressure discharge covered hopper cars
Quantity:	Fifteen (15)
Road Numbers:	TILX 5988 - 6002

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/19/06



Robert W. Alvord